



Rules of Tandem Inc.

ABN 27 726 220 810

Incorporation number: A0051344F

incorporating changes determined at AGM on 07 December 2023

Newcastle

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Rules

Date: Thursday 7 December 2023

Approved by Consumer Affairs Victoria: 19 December 2023 Rules approved by Consumer Affairs Victoria

Part A Preliminary

1 Name

The name of the incorporated association is Tandem Inc.

2 Object

2.1 The Association's primary object is to advance social or public welfare and to promote the prevention or control of diseases in human beings, specifically by being the trusted voice and peak body of family, Carers and supporters in mental health and wellbeing in Victoria with a focus on promoting and advancing the needs and interests of family, Carers and supporters in the mental health and wellbeing sector.

2.2 In carrying out the Association's primary object, the Association will:

- (a) be the peak Victorian not-for-profit body for current and past family, Carers and supporters of people with mental health challenges and psychological distress as well as organisations providing support services to family, Carers and supporters in the mental health and wellbeing sector;
- (b) provide leadership, coordination and knowledge for organisations and individuals who are working to improve outcomes for Victorian people living with mental health challenges;
- (c) ensure that the important contribution, expertise, experiences and needs of family, Carers and supporters are recognised and addressed;
- (d) facilitate communication between Carers, government and other stakeholders in the mental health care system to encourage them to recognise the role, contribution and needs of family, Carers and supporters of people with mental health challenges and psychological distress;
- (e) advocate for policy changes and improved services to address family, Carer and supporter needs;
- (f) support, encourage and facilitate family, Carer and supporter participation in the treatment, planning, service delivery, research and evaluation of services for people with mental health challenges or psychological distress as well as services for their families, Carers and supporters;
- (g) facilitate the development of relationships between family, Carers and supporters and Carer-focussed organisations and other stakeholders in the mental health and wellbeing service system, and facilitate the establishment of partnerships between family, Carers, supporters and service providers;
- (h) encourage research on best practice in family, Carer and supporters support; and
- (i) do anything else considered necessary, ancillary or incidental to carry out the Association's primary object as outlined at rule 2.1.

3 Financial year

The Association's financial year is from 1 July to 30 June, unless the Board pass a resolution to change the financial year.

4 Definitions

In these Rules:

ACNC Act means the Australian Charities and Not for profits Commission Act 2012 (Cth);

Absolute Majority, of the Board, means a majority of the Board Members currently holding office and entitled to vote at the time (as distinct from a majority of Board Members present at a Board Meeting);

Annual General Meeting means the General Meeting held annually pursuant to rule 36;

Associate Member means a Member referred to in rule 18.1;

Association means the incorporated association referred to in rule 1;

Associations Act means the *Associations Incorporation Reform Act 2012* and includes any regulations made under that Act;

Board means collectively, the Board Members having management of the business of the Association;

Board Meeting means a meeting of the Board held in accordance with these Rules;

Board Member means a Board Member elected or appointed under Part E, Division 3 of these Rules and includes the Office-Bearers and Ordinary Board Members;

Carer for the purposes of membership of the Association as set out in Part C, Division 1 of these Rules means a family member, partner, friend or other person of any age, who will commonly:

- (a) be or have been actively involved in caring for and supporting a person with mental health challenges, with this role not necessarily a static role that is capable of fluctuation over time according to the needs of the person with mental health challenges and their family, carer and supporters;
- (b) have their life impacted by the wellbeing of the person with mental health challenges and
- (c) undertake for the care of and support of a person with mental health challenges in a voluntary capacity and not as part of a paid role (see also definition of family);

Chair means the Office-Bearer elected in accordance with rule 60.1(a) who shall act as chairperson of the Association's meetings in accordance with rule 55;

Circular Resolution means a resolution of Members or the Board passed without a meeting being held in the manner outlined in rule 47 (for Members' resolutions) or rule 72 (for resolutions of the Board);

CLEW means Carer Lived Experience Workforce;

Deputy Chair means the Office-Bearer elected in accordance with rule 60.1(b) who shall act as chairperson of the Association's meetings in accordance with rule 55;

Disciplinary Appeal Meeting means a meeting of the Members of the Association convened under rule 29.3;

Disciplinary Meeting means a meeting of the Board convened for the purposes of rule 28;

Disciplinary Sub-Committee means the subcommittee appointed under rule 26.1;

Family means those who have a significant personal relationship with a person with mental health challenges. This includes biological and non-biological relatives, intimate partners, people in co-habitation, friends, those with kinship responsibilities, and others who play a significant role in the person's life (see also definition of Carer);

Financial Year means the 12 month period specified in rule 3;

General Meeting means a General Meeting of the Members of the Association convened in accordance with Part D of these rules and includes an Annual General Meeting, a Special General Meeting and a Disciplinary Appeal Meeting;

Member means a Member of the Association, including an Associate Member;

Member Entitled to Vote means a Member who under rule 20.2 is entitled to vote at a General Meeting;

Ordinary Board Member means a Board Member who is not an Office-Bearer and who is elected in accordance with rule 61;

Office-Bearer means the Chair, Deputy Chair and Treasurer elected in accordance with rule 60;

Registrar means the Registrar of Victorian Incorporated Associations;

Rules means these rules;

Secretary means the person elected by the Board to be the Secretary of the Association and has the responsibilities outlined at rule 56;

Special General Meeting means any General Meeting of the Association that is not a Disciplinary Appeal Meeting or Annual General Meeting;

Special Resolution means a resolution:

- (a) of which notice has been given under rule 39.1(a); and
- (b) that has been passed by at least three-quarters of the Members present, whether in person, by proxy (if allowed), by representative or via Virtual Meeting Technology, and entitled to vote on the resolution;

Surplus Assets means any assets of the Association that remain after paying all debts and other liabilities of the Association, including the costs of winding up;

Supporter means a person who advocates, encourages or otherwise supports a person with mental health challenges or psychological distress.

Treasurer means the Office-Bearer elected in accordance with rule 60.1(c) with the responsibilities outlined at rule 57;

Virtual Meeting Technology means a form of virtual technology that is reasonable and allows Members who are entitled to attend and do attend General Meetings, as a whole, to vote and to exercise orally and in writing any rights of those Members to ask questions and make comments.

5 Reading these Rules with the ACNC Act and Associations Act

- 5.1 The model rules set out in the Associations Act do not apply to the Association.
- 5.2 While the Association is registered as a charity, the ACNC Act and the Associations Act override any clauses in these Rules which are inconsistent with those Acts.
- 5.3 If the Association is not registered as a charity, the Associations Act overrides any clause in these Rules which is inconsistent with the Associations Act.
- 5.4 A word or expression that is defined in the Associations Act, or used in that Act and covering the same subject, has the same meaning as in these Rules.

6 Interpretation

In these Rules:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression; and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

Part B Powers of Association

7 Powers of Association

- 7.1 Subject to the Associations Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- 7.2 Without limiting subrule 7.1, the Association may:
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- 7.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

8 Not-for-profit

- 8.1 The Association must not distribute any surplus, income or assets directly or indirectly to its Members, except as provided in rules 8.2 and 8.8.
- 8.2 Rule 8.1 does not prevent the Association from doing the following things, provided they are done in good faith:
 - (a) paying a Member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Association; or

- (b) making a payment to a Member in carrying out the Association's charitable purpose(s).

Part C Members, Disciplinary Procedures and Grievances

Division 1—Membership

9 Minimum number of Members

The Association must have at least 5 Members.

10 Who is eligible to be a Member

10.1 Any person who supports the purposes of the Association and meets the requirements set out in rules 11, 15, 16, 17 and 18 (as applicable) is eligible for Membership.

10.2 In this rule, 'person' means an individual or incorporated body.

11 Application for Membership

11.1 Apart from Life Members who are not required to submit an application for Membership, to apply to become a Member, a person (as defined in rule 10) must submit a written application to a Board Member stating that the person:

- (a) wishes to become a Member;
- (b) supports the purposes of the Association; and
- (c) agrees to comply with these Rules.

11.2 The application:

- (a) must be signed by the applicant; and
- (b) may be accompanied by the joining fee where applicable.

12 Consideration of application

12.1 As soon as practicable after an application for Membership is received, the Board must decide by resolution whether to accept or reject the application.

12.2 The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.

12.3 If the Board rejects the application, it must return any money accompanying the application to the applicant.

12.4 No reason need be given for the rejection of an application.

13 New Membership

13.1 If an application for Membership is approved by the Board:

- (a) the resolution to accept the Membership must be recorded in the minutes of the Board Meeting; and
- (b) the Secretary must, as soon as practicable, enter the name and address of the new Member, and the date of becoming a Member, in the register of Members.

13.2 A person becomes a Member and, subject to rule 20.2, is entitled to exercise his or her rights of Membership from the date, whichever is the later, on which:

- (a) the Board approves the person's Membership; or

- (b) the person pays the joining fee.

14 Classes of Membership

14.1 The Association shall have the following classes of Membership:

- (a) Organisation Members (see rule 15);
- (b) Individual Members (see rule 16);
- (c) Life Members (see rule 17); and
- (d) Associate Members (see rule 18).

14.2 Subject to rule 14.3, the Board may at any time:

- (a) establish new classes of Membership of the Association;
- (b) determine any restrictions on the numbers of Members within each class;
- (c) determine the criteria for admission in or to each class; and
- (d) determine the rights and privileges of Members within each class.

14.3 Once a new class of Membership has been established by the Board and for any existing classes of Membership as at the time these Rules are adopted:

- (a) any variation to the rights or privileges afforded to a class of Members; and
 - (b) cancellation of a class of Members,
- must be approved by Special Resolution of Members.

14.4 For the avoidance of doubt, rule 14.3 does not apply in relation to a Member seeking to change from one class of Membership to another. Whether such a Member is admitted to the new class of Membership is a matter to be determined by the Board in their sole and absolute discretion, taking into account any eligibility requirements for that class, these Rules and any other matters the Board consider relevant.

15 Organisation Members

15.1 Organisation Membership may be granted to:

- (a) an association, company or other organisation (not being an individual) which, as determined by the Board in its absolute discretion, is an organisation that provides services to family, Carers or supporters; or
- (b) an unincorporated association or other collective of individuals which, as determined by the Board in its absolute discretion, consists principally of mental health carers.

15.2 Applicants for Organisation Membership may be defined (by way of example only) by their geographical region and/or its objectives.

15.3 An Organisation Member will be required to nominate an individual as its representative in accordance with rule 23.

15.4 The Board may in its absolute discretion set a limit at any time to the number of Organisation Members.

16 Individual Members

16.1 Individual Membership may be granted (by the Board in its absolute discretion) to:

- (a) an individual who is or has been a family member, Carer or supporter of a person who is or has been living with mental health challenges or psychological distress and who is or has been a resident of Victoria;
 - (b) any individual who, as determined by the Board, can make a contribution to the purposes of the Association as a result of being representative of a category or type of family, Carer or supporter or having experience with particular family, Carer or supporter issues.
- 16.2 For the purposes of rule 16.1(b), a category or type of family, Carer or supporter may be defined (by way of example only) by its geographical region and/or its focus on particular service types.
- 16.3 There shall be no limit to the number of Individual Members in the category defined by rule 16.1(a).
- 16.4 The Board may in its absolute discretion set a limit at any time to the number of memberships granted under rule 16.1(b).

17 Life Members

- 17.1 Life Membership of the Association may be granted by the Board in its absolute discretion to an individual who has made an exceptional contribution to the activities of the Association.
- 17.2 No application is required for Life Membership.

18 Associate Members

- 18.1 Associate Members of the Association include:
- (a) any Members under the age of 15 years; and
 - (b) any other category of Member as determined by special resolution at a General Meeting.
- 18.2 An Associate Member must not vote but may have other rights as determined by the Board or by resolution at a General Meeting.

19 Annual subscription and fee on joining

- 19.1 At each Annual General Meeting, the Association must determine:
- (a) the amount of the annual subscription (if any) for the following financial year for each class of Membership; and
 - (b) the date for payment of the annual subscription.
- 19.2 The Association may determine that a lower annual subscription is payable by Associate Members.
- 19.3 The Association may determine that any new Member who joins after the start of a financial year must, for that financial year, pay a fee equal to:
- (a) the full annual subscription;
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.

- 19.4 The rights of a Member (including the right to vote where the Member is otherwise a Member Entitled to Vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.
- 19.5 The Board may in its sole discretion, waive the requirement to pay a fee in accordance with this rule.
- 19.6 The Association can further alter the annual subscription at a Special General Meeting, but such alteration to the amount of the annual subscription will not apply retrospectively to Members who have already paid their annual subscription.

20 General rights of Members

- 20.1 A Member who is entitled to vote has the right:
- (a) to receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a General Meeting; and
 - (c) to attend and be heard at General Meetings; and
 - (d) to vote at a General Meeting; and
 - (e) to have access to the minutes of General Meetings and other documents of the Association as provided under rule 85; and
 - (f) to inspect the register of Members.
- 20.2 A Member is entitled to vote if:
- (a) the Member is a Member other than an Associate Member; and
 - (b) the Member's Membership rights are not suspended for any reason.

21 Rights not transferable

The rights of a Member are not transferable and end when Membership ceases.

22 Ceasing Membership

- 22.1 The Membership of a person ceases if they:
- (a) die;
 - (b) are wound up or otherwise dissolved or deregistered (in the case of a Member that is an incorporated body);
 - (c) resign, by writing to the Secretary;
 - (d) have not paid their joining fee or annual subscription fee within three months of being requested to do so (if applicable);
 - (e) are expelled under rule 28.2(b)(iii); or
 - (f) have not responded within three months to a written request from the Secretary that they confirm in writing that they want to remain a Member.
- 22.2 If a person ceases to be a Member, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the register of Members.

23 Representatives of members that are incorporated bodies, unincorporated associations or collective of individuals

- 23.1 A Member that is an incorporated body, unincorporated association or other collective of individuals, may appoint one individual to represent the Member and exercise all rights that apply to the Member.
- 23.2 The appointment of a representative by a member must:
- (a) be in writing;
 - (b) include the name of the representative;
 - (c) be signed on behalf of the Member; and
 - (d) be given to the Association.
- 23.3 A representative has all the rights of the member that appointed them.
- 23.4 The appointment of a representative may be standing.

24 Register of Members

- 24.1 The Secretary must keep and maintain a register of Members that includes:
- (a) for each current Member:
 - (i) the Member's name;
 - (ii) the address for notice last given by the Member (which may include an email address);
 - (iii) the date of becoming a Member;
 - (iv) if the Member is an Associate Member, a note to that effect;
 - (v) any other information determined by the Board; and
 - (b) for each former Member, the date of ceasing to be a Member.
- 24.2 Any Member may, at a reasonable time and free of charge, inspect the register of Members.

Division 2—Disciplinary action

25 Grounds for taking disciplinary action

The Association may take disciplinary action against a Member in accordance with this Division if it is determined that the Member:

- (a) has failed to comply with these Rules;
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

26 Disciplinary Subcommittee

- 26.1 If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Board must appoint a Disciplinary Subcommittee to hear the matter and determine what action, if any, to take against the Member.
- 26.2 The Members of the Disciplinary Subcommittee:

- (a) can be Board Members, Members of the Association or anyone else; but
- (b) must not be biased against, or in favour of, the Member concerned.

27 Notice to Member

27.1 Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:

- (a) stating that the Association proposes to take disciplinary action against the Member;
- (b) stating the grounds for the proposed disciplinary action;
- (c) specifying the date, place and time of the meeting at which the Disciplinary Subcommittee intends to consider the disciplinary action (the **Disciplinary Meeting**); and
- (d) advising the Member that he or she may do one or both of the following:
 - (i) attend the Disciplinary Meeting and address the Disciplinary Subcommittee at that meeting;
 - (ii) give a written statement to the Disciplinary Subcommittee at any time before the Disciplinary Meeting; and
- (e) setting out the Member's appeal rights under rule 29.

27.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.

28 Decision of Disciplinary Subcommittee

28.1 At the Disciplinary Meeting, the Disciplinary Subcommittee must:

- (a) give the Member an opportunity to be heard; and
- (b) consider any written statement submitted by the Member.

28.2 After complying with rule 28.1, the Disciplinary Subcommittee may:

- (a) take no further action against the Member; or
- (b) subject to rule 28.3:
 - (i) reprimand the Member; or
 - (ii) suspend the Membership rights of the Member for a specified period; or
 - (iii) expel the Member from the Association.

28.3 The Disciplinary Subcommittee may not fine the Member.

28.4 The suspension of Membership rights or the expulsion of a Member by the Disciplinary Subcommittee under this rule takes effect immediately after the vote is passed.

29 Appeal rights

29.1 A person whose Membership rights have been suspended or who has been expelled from the Association under rule 28 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

29.2 The notice must be in writing and given:

- (a) to the Disciplinary Subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- 29.3 If a person has given notice under subrule 29.2, a Disciplinary Appeal Meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- 29.4 Notice of the Disciplinary Appeal Meeting must be given to each Member who is entitled to vote as soon as practicable and must:
- (a) specify the date, time and place of the meeting (and if the meeting is to be held in one or more places, or held using Virtual Meeting Technology only, the technology that will be used to facilitate this); and
 - (b) state:
 - (i) the name of the person against whom the disciplinary action has been taken;
 - (ii) the grounds for taking that action; and
 - (iii) that at the Disciplinary Appeal Meeting the Members Present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

30 Conduct of Disciplinary Appeal Meeting

- 30.1 At a Disciplinary Appeal Meeting:
- (a) no business other than the question of the appeal may be conducted;
 - (b) the Board must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
 - (c) the person whose Membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 30.2 After complying with rule 30.1, the Members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 30.3 A Member may not vote by proxy at the meeting.
- 30.4 The decision is upheld if not less than three quarters of the Members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

31 Application

- 31.1 The grievance procedure set out in this Division applies to disputes under these Rules between:
- (a) a Member and another Member;
 - (b) a Member and the Board; or
 - (c) a Member and the Association.

- 31.2 A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

32 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

33 Appointment of mediator

- 33.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 32, the parties must within 10 days:

- (a) notify the Board of the dispute;
- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the dispute by mediation.

- 33.2 The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
 - (i) if the dispute is between a Member and another Member, a person appointed by the Board; or
 - (ii) if the dispute is between a Member and the Board or the Association, a person appointed or employed by the Dispute Settlement Centre of Victoria.

- 33.3 A mediator appointed by the Board may be a Member or former Member but in any case must not be a person who:

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

34 Mediation process

- 34.1 The mediator to the dispute, in conducting the mediation, must:

- (a) give each party every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties throughout the mediation process.

- 34.2 The mediator must not determine the dispute.

35 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Associations Act or otherwise at law.

Part D General Meetings of the Association

36 Annual General Meetings

- 36.1 The Board must convene an Annual General Meeting of the Association to be held at least once in every calendar year.
- 36.2 Despite rule 36.1, the Association may hold its first Annual General Meeting at any time within 18 months after its incorporation.
- 36.3 The Board may determine the date, time and place of the Annual General Meeting.
- 36.4 The ordinary business of the Annual General Meeting is as follows:
- (a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then;
 - (b) to receive and consider:
 - (i) the annual report of the Board on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Associations Act;
 - (c) to elect the Board; and
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee for each class of Membership.
- 36.5 The Annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

37 Special General Meetings

- 37.1 Any General Meeting of the Association, other than an Annual General Meeting or a Disciplinary Appeal Meeting, is a Special General Meeting.
- 37.2 The Board may convene a Special General Meeting whenever it thinks fit.
- 37.3 No business other than that set out in the notice under rule 39 may be conducted at the meeting.

38 Special General Meeting held at request of Members

- 38.1 The Board must convene a Special General Meeting if a request to do so is made in accordance with rule 38.2 by at least 10% of the total number of Members.
- 38.2 A request for a Special General Meeting must:
- (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the Members requesting the meeting; and
 - (d) be given to the Secretary.
- 38.3 If the Board does not convene a Special General Meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the Special General Meeting.

- 38.4 A Special General Meeting convened by Members under rule 38.3:
- (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- 38.5 The Association must reimburse all reasonable expenses incurred by the Members convening a Special General Meeting under rule 38.3.

39 Notice of General Meetings

- 39.1 The Secretary (or, in the case of a Special General Meeting convened under rule 38.3, the Members convening the meeting) must give to each Member:
- (a) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a General Meeting in any other case.
- 39.2 The notice must:
- (a) specify the date, time and place of the meeting (and if the meeting is to be held in one or more places, or using Virtual Meeting Technology only, the technology that will be used to facilitate this);
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a Special Resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a Special Resolution; and
 - (d) comply with rule 40.5.
- 39.3 This rule does not apply to a Disciplinary Appeal Meeting (see rule 29.4 for the requirements for notice of a Disciplinary Appeal Meeting).

40 Proxies

- 40.1 A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a General Meeting other than at a Disciplinary Appeal Meeting.
- 40.2 The appointment of a proxy must be in writing and signed by the Member making the appointment.
- 40.3 The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.
- 40.4 If the Board has approved a form for the appointment of a proxy, the Member may use any other form that clearly identifies the person appointed as the Member's proxy and that has been signed by the Member.
- 40.5 Notice of a General Meeting given to a Member under rule 39 must:
- (a) state that the Member may appoint another Member as a proxy for the meeting; and

- (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- 40.6 A form appointing a proxy must be given to the chairperson of the meeting before or at the commencement of the meeting.
- 40.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

41 Use of technology to hold General Meetings

- 41.1 The Association may hold a General Meeting:
- (a) at one or more physical venues; or
 - (b) at one or more physical venues and using Virtual Meeting Technology; or
 - (c) using Virtual Meeting Technology only.
- 41.2 For the purposes of this Part, a Member participating in a General Meeting as permitted under rule 41.1 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

42 Quorum at General Meetings

- 42.1 No business may be conducted at a General Meeting unless a quorum of Members is present.
- 42.2 The quorum for a General Meeting is the presence (physically, by proxy, by representative or as allowed under rule 41) of 10 of the Members entitled to vote.
- 42.3 If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
- (a) in the case of a meeting convened by, or at the request of, Members under rule 38, the meeting must be dissolved;
 - (b) in any other case:
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.
- 42.4 If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under rule 42.3(b), the Members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

43 Adjournment of General Meeting

- 43.1 The chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 43.2 Without limiting rule 43.1, a meeting may be adjourned:
- (a) if there is insufficient time to deal with the business at hand; or

(b) to give the Members more time to consider an item of business.

43.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

43.4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 39.

44 Voting at General Meeting

44.1 On any question arising at a General Meeting:

- (a) subject to rule 44.3, each Member who is entitled to vote has one vote; and
- (b) Members may vote personally or by proxy; and
- (c) except in the case of a Special Resolution, the question must be decided on a majority of votes.

44.2 If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.

44.3 If the question is whether or not to confirm the minutes of a previous meeting, only Members who were present in person, by representative or via Virtual Meeting Technology at that meeting may vote.

44.4 This rule does not apply to a vote at a Disciplinary Appeal Meeting conducted under rule 30.

45 Special Resolutions

A Special Resolution is passed if not less than three quarters of the Members voting at a General Meeting (whether in person or by proxy) vote in favour of the resolution.

45.1 In addition to certain matters specified in the Associations Act, a Special Resolution is required:

- (a) to remove a Board Member from office;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

46 Determining whether resolution carried

46.1 Subject to subsection 46.2, the chairperson of a General Meeting may, on the basis of a show of hands, declare that a resolution has been:

- (a) carried;
- (b) carried unanimously;
- (c) carried by a particular majority; or
- (d) lost,

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

46.2 If a poll (where votes are cast in writing) is demanded by three or more Members on any question:

- (a) the poll must be taken at the meeting in the manner determined by the chairperson of the meeting; and

- (b) the chairperson must declare the result of the resolution on the basis of the poll.
- 46.3 A poll demanded on the election of the chairperson or on a question of an adjournment must be taken immediately.
- 46.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the chairperson.

47 Circular Resolutions of Members

- 47.1 Subject to rule 47.2, the Board may put a Circular Resolution to the Members.
- 47.2 Circular Resolutions cannot be used:
 - (a) for a resolution to remove an auditor, appoint a Board Member or remove a Board Member;
 - (b) for passing a Special Resolution; or
 - (c) where the Associations Act or these Rules require a meeting to be held.
- 47.3 A Circular Resolution is passed if all the Members entitled to vote on the resolution sign or agree to the Circular Resolution, in the manner set out in rule 47.4 or rule 47.5.
- 47.4 Members may sign:
 - (a) a single document setting out the Circular Resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 47.5 The Board may send a Circular Resolution by email to Members and Members may agree by sending a reply email to that effect.

48 Minutes of General Meeting

- 48.1 The Board must ensure that minutes are taken and kept of each General Meeting.
- 48.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 48.3 In addition, the minutes of each Annual General Meeting must include:
 - (a) the names of the Members attending the meeting;
 - (b) proxy forms given to the chairperson of the meeting under rule 40.6;
 - (c) the financial statements submitted to the Members in accordance with rule 36.4(b)(ii);
 - (d) the certificate signed by two Board Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Associations Act.

Part E Board

Division 1—Powers of Board

49 Role and powers

- 49.1 The business of the Association must be managed by or under the direction of the Board.
- 49.2 The Board may exercise all the powers of the Association except those powers that these Rules or the Associations Act require to be exercised by General Meetings of the Members of the Association.
- 49.3 The Board may:
- (a) appoint and remove staff;
 - (b) establish subcommittees consisting of Members with terms of reference it considers appropriate.

50 By-laws

- 50.1 The Board may pass a resolution to make by-laws to give effect to these Rules.
- 50.2 Members and Board Members must comply with by-laws as if they were part of these Rules.

51 Delegation

- 51.1 The Board may delegate to a Board Member, a subcommittee or staff, any of its powers and functions other than:
- (a) this power of delegation; or
 - (b) a duty imposed on the Board by the Associations Act or any other law.
- 51.2 The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 51.3 The Board may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Board and duties of Board Members

52 Composition of Board

- 52.1 The Board consists of:
- (a) the Office-Bearers, who shall be elected in accordance with rule 60; and
 - (b) Ordinary Board Members, who shall be elected in accordance with rule 61, and must include one Ordinary Board Member nominated and endorsed by the CLEW (Carer Lived Experience Workforce) in accordance with rule 59.3.
- 52.2 The Office-Bearers are as follows:
- (a) Chair;
 - (b) Deputy Chair;
 - (c) Treasurer.

53 Duties of Board Members

- 53.1 As soon as practicable after being elected or appointed to the Board, each Board Member must become familiar with these Rules and the Associations Act.
- 53.2 The Board is collectively responsible for ensuring that the Association complies with the Associations Act and that individual Board Members comply with these Rules.
- 53.3 The Board must comply with their duties as Board Members under legislation and common law, and with the duties described in governance standard 5 of the regulations made under the ACNC Act, which are:
- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Board Member;
 - (b) to act in good faith in the best interests of the Association and to further the charitable purpose(s) of the Association set out in rule 2;
 - (c) not to misuse their position as a Board Member;
 - (d) not to misuse information they gain in their role as a Board Member;
 - (e) to disclose any perceived or actual material conflicts of interest in the manner set out in rule 54;
 - (f) to ensure that the financial affairs of the Association are managed responsibly; and
 - (g) not to allow the Association to operate while it is insolvent.
- 53.4 In addition to any duties imposed by these Rules, legislation and common law, a Board Member must perform any other duties imposed from time to time by resolution at a General Meeting.

54 Conflicts of interest

- 54.1 A Board Member must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a Board Meeting (or that is proposed in a Circular Resolution):
- (a) to the other Board Members; or
 - (b) if all of the Board Members have the same conflict of interest, to the Members at the next General Meeting, or at an earlier time if reasonable to do so.
- 54.2 The disclosure of a conflict of interest by a Board Member must be recorded in the minutes of the meeting.
- 54.3 Each Board Member who has a material personal interest in a matter that is being considered at a Board Meeting (or that is proposed in a Circular Resolution) must not, except as provided under rule 54.4:
- (a) be present at the meeting while the matter is being discussed; or
 - (b) vote on the matter.
- 54.4 A Board Member may still be present and vote if:
- (a) their interest arises because they are a Member of the Association, and the other Members have the same interest;

- (b) their interest relates to an insurance contract that insures, or would insure, the Board Member against liabilities that the Board Member incurs as a Board Member of the Association (see rule 80);
- (c) their interest relates to a payment by the Association under rule 79 or any contract relating to an indemnity that is allowed under the Associations Act;
- (d) Consumer Affairs Victoria makes an order allowing the Board Member to vote on the matter; or
- (e) the Board Members who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Board Member, the nature and extent of the Board Member's interest in the matter and how it relates to the affairs of the Association; and
 - (ii) says that those Board Members are satisfied that the interest should not stop the Board Member from voting or being present.

55 Chair and Deputy Chair

- 55.1 Subject to rule 55.2, the Chair or, in the Chair's absence, the Deputy Chair is the chairperson for any General Meetings and for any Board Meetings.
- 55.2 If the Chair and the Deputy Chair are both absent, or are unable to preside, the chairperson of the meeting must be:
 - (a) in the case of a General Meeting, a Member elected by the other Members present; or
 - (b) in the case of a Board Meeting, a Board Member elected by the other Board Members present.

56 Secretary

- 56.1 The Secretary is not required to be a Board Member, and can be any person which the Board in its absolute discretion chooses to appoint as Secretary.
- 56.2 The Secretary must perform any duty or function required under the Associations Act to be performed by the secretary of an incorporated association, as well as any other functions determined by the Board from time to time.
- 56.3 The Secretary must:
 - (a) maintain the register of Members in accordance with rule 24; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 77.3, all books, documents and securities of the Association in accordance with rules 77 and 83;
 - (c) maintaining the minutes and other records of General Meetings (including notices of meetings), Board meetings and Circular Resolutions;
 - (d) subject to the Associations Act and these Rules, provide Members with access to the register of Members, the minutes of General Meetings and other books and documents; and
 - (e) perform any other duty or function imposed on the Secretary by these Rules.

56.4 The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

57 Treasurer

57.1 The Treasurer must:

- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
- (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
- (c) make any payments authorised by the Board or by a General Meeting of the Association from the Association's funds; and
- (d) ensure cheques are signed by at least 2 Board Members.

57.2 The Treasurer must:

- (a) ensure that the financial records of the Association are kept in accordance with the Associations Act; and
- (b) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the Annual General Meeting of the Association.

57.3 The Treasurer must ensure that at least one other Board Member has access to the accounts and financial records of the Association.

Division 3—Election of Board Members and tenure of office

58 Who is eligible to be a Board Member

A Member is eligible to be elected or appointed as a Board Member if the Member:

- (a) is 18 years or over; and
- (b) is entitled to vote at a General Meeting.

59 Nominations

59.1 Prior to the election of each position, the chairperson of the meeting must call for nominations to fill that position.

59.2 Apart from the Ordinary Board Member who must be nominated by the CLEW, an eligible Member may:

- (a) nominate themselves; or
- (b) with the Member's consent, be nominated by another Member.

59.3 The candidate nominated by the CLEW is not required to nominate themselves or be nominated by another Member, however must consent to their nomination in writing. The nomination must be signed by an authorised representative of the CLEW. The CLEW may only nominate one candidate.

59.4 Each nomination under this clause 59 must be approved by the Board.

59.5 A Member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

60 Election of Office-Bearers

- 60.1 At the Annual General Meeting, separate elections must be held for each of the Office-Bearers, being:
- (a) Chair;
 - (b) Deputy Chair; and
 - (c) Treasurer.
- 60.2 If only one person is nominated for the position, the chairperson of the meeting must declare that person elected to the position.
- 60.3 If more than one person is nominated, a ballot must be held in accordance with rule 62.
- 60.4 On their election, the new Chair may take over as chairperson of the meeting.

61 Election of Ordinary Board Members

- 61.1 The Annual General Meeting must by resolution decide the number of Ordinary Board Members (if any) it wishes to hold office for the next year, subject to rule 52.1(b).
- 61.2 A single election may be held to fill all of those positions.
- 61.3 If the number of persons nominated for the position of Ordinary Board Member is less than or equal to the number to be elected, the chairperson of the meeting must declare each of those persons to be elected to the position.
- 61.4 If the number of persons nominated exceeds the number to be elected, a ballot must be held in accordance with rule 62.
- 61.5 A person nominated by the CLEW in accordance with rule 59.3 shall be declared by the chairperson of the meeting to be elected into the position of Ordinary Board Member.

62 Ballot

- 62.1 If a ballot is required for the election for a position, the chairperson of the meeting must appoint a Member to act as returning officer to conduct the ballot.
- 62.2 The chairperson and returning officer must decide on an appropriate process for conducting the ballot, taking into account any Members attending the meeting via Virtual Meeting Technology and ensuring that all Members are able to fully participate in the process.
- 62.3 The returning officer must not be a person nominated for the position.
- 62.4 Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 62.5 The election must be by secret ballot, which can be facilitated by technology including an anonymous poll.
- 62.6 If the ballot is for a single position, the voter must write indicate name of the candidate for whom they wish to vote.
- 62.7 If the ballot is for more than one position:
- (a) the voter must indicate the name of each candidate for whom they wish to vote;
 - (b) the voter must not indicate the names of more candidates than the number to be elected.

- 62.8 Votes that do not comply with rule 62.7(b) are not to be counted.
- 62.9 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 62.10 If the returning officer is unable to declare the result of an election under rule 62.9 because 2 or more candidates received the same number of votes, the returning officer must:
- (a) conduct a further election for the position in accordance with rules 62.5 to 62.9 to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

63 Term of office

- 63.1 At each Annual General Meeting:
- (a) any Board Member appointed by the Board to fill a casual vacancy or as an additional director under rule 65 must retire; and
 - (b) at least one-third of the remaining Board Members must retire.
- 63.2 The Board Members who must retire at each Annual General Meeting under rule 63.1(b) will be the Board Members who have been longest serving since last being elected. Where Board Members were elected on the same day, the Board Member(s) to retire will be decided by lot unless they agree otherwise.
- 63.3 Other than a Board Member under rule 65, a Board Member's term of office starts at the end of the Annual General Meeting at which they are elected and ends at the end of the Annual General Meeting at which they retire.
- 63.4 Each Board Member must retire at least once every three years.
- 63.5 A Board Member who retires under rule 63.1 may nominate for election or re-election, subject to rule 63.8.
- 63.6 A Board Member who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a Special Resolution.
- 63.7 A General Meeting of the Association may:
- (a) by Special Resolution remove a Board Member from office; and
 - (b) elect an eligible Member to fill the vacant position in accordance with this Division.
- 63.8 A Board Member who is the subject of a proposed Special Resolution under rule 63.7(a) may make representations in writing to the Secretary or Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.
- 63.9 The Secretary or the Chair may give a copy of the representations to each Member or, if they are not so given, the Board Member may require that they be read out at the meeting at which the Special Resolution is to be proposed.

64 Vacation of office

- 64.1 A person ceases to be a Board Member if they:

- (a) give written notice of their resignation as a Board Member to the Board;
- (b) cease to be a Member;
- (c) die;
- (d) become insolvent under administration in accordance with the definition in section 38 of the *Interpretation of Legislation Act 1984* (Vic);
- (e) become a represented person within the meaning of the *Guardianship and Administration Act 2019* (Vic)
- (f) fail to attend 3 consecutive Board Meetings (other than special or urgent Board Meetings) without leave of absence under rule 67;
- (g) become ineligible to be a director of a company under the *Corporations Act 2001* (Cth) or the ACNC Act; or
- (h) otherwise ceases to be a Board Member by operation of section 78 of the Associations Act.

65 Filling casual vacancies

- 65.1 The Board may appoint an eligible Member to fill a position on the Board that:
- (a) has become vacant under rule 64; or
 - (b) was not filled by election at the last Annual General Meeting.
- 65.2 If the position of Secretary becomes vacant, the Board must appoint a Member to the position within 14 days after the vacancy arises.
- 65.3 Rule 62 applies to any Board Member appointed by the Board under rule 65.1 or 65.2.
- 65.4 The Board may continue to act despite any vacancy on the Board.

Division 4—Meetings of Board

66 When the Board meet

- 66.1 The Board may determine how often, where and when they meet.

67 Calling Board meetings

- 67.1 A Board Member may call a Board meeting by giving reasonable notice to all of the other Board Members.
- 67.2 A Board Member may give notice in writing or by any other means of communication that has previously been agreed to by all of the Board Members.

68 Chairperson for Board meetings

- 68.1 In accordance with rule 55 and subject to rule 68.2, the Chair or, in the Chair's absence, the Deputy Chair is the chairperson for Board Meetings.
- 68.2 If the Chair and the Deputy Chair are both absent, or are unable to preside, the chairperson of the meeting must be a Board Member elected by the other Board Members present.

69 Quorum at Board meetings

- 69.1 Unless the Board determines otherwise, the quorum for a Board meeting is a majority (more than 50%) of Board Members.

- 69.2 A quorum must be present for the whole Board meeting.
- 69.3 If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the adjourned meeting must be given in accordance with rule 67.

70 Use of technology to hold Board meetings

- 70.1 The Board may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Board Members.
- 70.2 The Board Members' agreement may be standing.
- 70.3 A Board Member may only withdraw their consent within a reasonable period before a meeting.

71 Voting on resolutions of the Board

- 71.1 On any question arising at a Board Meeting, each Board Member present at the meeting has one vote.
- 71.2 A resolution is carried if a majority of Board Members present at the meeting vote in favour of the resolution.
- 71.3 Rule 71.2 does not apply to any resolution or question which is required by these Rules to be passed by an Absolute Majority of the Board.
- 71.4 If votes are divided equally on a resolution, the chairperson of the meeting has a second or casting vote.
- 71.5 Voting by proxy is not permitted.

72 Circular Resolutions of the Board

- 72.1 The Board may pass a Circular Resolution.
- 72.2 A Circular Resolution is passed if all the Board Members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in rule 72.3 or rule 72.4.
- 72.3 Each Board Member may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 72.4 The Association may send a Circular Resolution by email to the Board Members and the Board Members may agree to the resolution by sending a reply email to that effect.
- 72.5 A Circular Resolution is passed when the last Board Member signs or otherwise agrees to the resolution in the manner set out in rule 72.3 or rule 72.4.

73 Minutes of Board meetings

- 73.1 The Board must ensure that minutes are taken and kept of each Board Meeting.
- 73.2 The minutes must record the following:
- (a) the names of the Board Members in attendance at the meeting;

- (b) the business considered at the meeting;
- (c) any resolution on which a vote is taken and the result of the vote;
- (d) any material personal interest disclosed under rule 54.

74 Leave of absence

- 74.1 The Board may grant a Board Member leave of absence from Board Meetings for a period not exceeding 3 months.
- 74.2 The Board must not grant a leave of absence retrospectively unless it is satisfied that it was not feasible for the Board Member to seek the leave in advance.

Part F Financial Matters

75 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

76 Management of funds

- 76.1 The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 76.2 Subject to any restrictions imposed by a General Meeting of the Association, the Board may approve expenditure on behalf of the Association.
- 76.3 The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 76.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board Members.
- 76.5 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 76.6 With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

77 Financial records

- 77.1 The Association must keep financial records that:
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Associations Act or ACNC Act (as applicable).
- 77.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 77.3 The Treasurer must keep in his or her custody, or under his or her control:
 - (a) the financial records for the current financial year; and

- (b) any other financial records as authorised by the Board.

78 Financial statements

- 78.1 For each financial year, the Board must ensure that the requirements under the Associations Act and the ACNC Act (as applicable) relating to the financial statements of the Association are met.
- 78.2 Without limiting rule 78.1, those requirements include:
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Board;
 - (d) the submission of the financial statements to the Annual General Meeting of the Association;
 - (e) the lodgement with the Registrar or the ACNC (as applicable) of the financial statements and accompanying reports, certificates, statements and fee.

Part G General Matters

79 Indemnity

- 79.1 The Association indemnifies each officer of the Association out of the assets of the Association, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Association.
- 79.2 In this rule and rule 80 below, 'officer' means a Board Member and includes a Board Member after they have ceased to hold that role.
- 79.3 In this rule, 'to the relevant extent' means:
 - (a) to the extent that the Association is not precluded by law (including the Associations Act) from doing so; and
 - (b) for the amount the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 79.4 The indemnity is a continuing obligation and is enforceable by an officer even if that person is no longer an officer of the Association.

80 Insurance

To the extent permitted by law, and if the Board considers it appropriate, the Association may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Association against any liability incurred by the person as an officer of the Association.

81 Common seal

- 81.1 The Association may have a common seal.
- 81.2 If the Association has a common seal:
 - (a) the name of the Association must appear in legible characters on the common seal;

- (b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board Members;
- (c) the common seal must be kept in the custody of the Secretary.

82 Registered address

The registered address of the Association is:

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address, the postal address of the Secretary.

83 Minutes and records

83.1 The Association must, within one month, make and keep the following records:

- (a) minutes of proceedings and resolutions of General Meetings;
- (b) minutes of Circular Resolutions of Members; and
- (c) a copy of a notice of each General Meeting.

83.2 The Association must, within one month, make and keep the following records:

- (a) minutes of proceedings and resolutions of Board meetings (including meetings of any subcommittees); and
- (b) Circular Resolutions of the Board.

83.3 The Board must ensure that minutes of a General Meeting or a Board meeting are signed within a reasonable time after the meeting by:

- (a) the chairperson of the meeting; or
- (b) the chairperson of the next meeting.

83.4 The Board must ensure that a record of a Circular Resolution is signed by a Board Member within a reasonable time after the resolution is passed.

84 Notice requirements

84.1 Any notice required to be given to a Member or a Board Member under these Rules may be given:

- (a) by handing the notice to the Member personally;
- (b) by sending it by post to the Member at the address recorded for the Member on the register of Members;
- (c) by email; or
- (d) in the case of Board meetings, in any manner agreed to by the Board.

84.2 Any notice required to be given to the Association or the Board may be given:

- (a) by handing the notice to a Board Member;
- (b) by sending the notice by post to the registered address;
- (c) by leaving the notice at the registered address; or

- (d) if the Board determines that it is appropriate in the circumstances, by email to the email address of the Association or the Secretary.

85 Custody and inspection of books and records

85.1 Members may on request inspect free of charge:

- (a) the register of Members;
- (b) the minutes of General Meetings;
- (c) subject to rule 85.2, the financial records, books, securities and any other relevant document of the Association, including minutes of Board Meetings.

85.2 The Board may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

85.3 The Board must on request make copies of these Rules available to Members and applicants for Membership free of charge.

85.4 Subject to rule 85.2, a Member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

85.5 For purposes of this rule:

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

- (a) its Membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

86 Alteration of Rules

86.1 Subject to rule 86.2, the Members may amend these Rules by passing a Special Resolution.

86.2 The Members must not pass a Special Resolution that amends these Rules if passing it causes the Association to no longer be a charity.

Part H Winding up and revocation of deductible gift recipient endorsement

87 Surplus Assets not to be distributed to Members

If the Association is wound up, any Surplus Assets must not be distributed to a Member or a former Member, unless that Member or former Member is a charity described in rule 88.1.

88 Distribution of Surplus Assets

88.1 Subject to the Associations Act, any other applicable legislation and any court order, any Surplus Assets that remain after the Association is wound up must be distributed to one or more charities:

- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in rule 2;
- (b) which also prohibit the distribution of any Surplus Assets to its Members to at least the same extent as the Association; and
- (c) that is or are deductible gift recipients within the meaning of the *Income Tax Assessment Act 1997* (Cth) or other applicable law.

88.2 If the Association is not a deductible gift recipient when it is wound up, the Association does not need to comply with rule 88.1(c).

88.3 The decision as to the charity or charities to be given the Surplus Assets must be made by a Special Resolution of Members at or before the time of winding up. If the Members do not make this decision, the Association may apply to the Supreme Court to make this decision.

89 Revocation of the Association's deductible gift recipient endorsement

89.1 If the Association's endorsement of the Association as a deductible gift recipient is revoked (whether or not the Association is to be wound up or dissolved) any surplus of the following assets must be transferred to one or more charities that meet the requirements of rules 88.1(a) to 88.1(c) as decided by the Board:

- (a) gifts of money or property for the principal purposes of the Association;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; and
- (c) money received by the Association because of such gifts and contributions which are unspent.